



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **DYNAMATIC TECHNOLOGIES LIMITED**

Quarter Ending on : **JUNE 30, 2012**

PARTICULARS		Clause of Listing Agreement	Compliance Status Yes / No	Remarks
1		2	3	4
I	BOARD OF DIRECTORS	49-I	YES	---
A	Composition of Board			
	<i>Executive</i> : 4 <i>Non Executive</i> : 8 TOTAL : 12	49-I-A(i)	YES	67% of the Board comprises non-executive directors
	<i>Executive</i> : 3 <i>Exec. Promoter</i> : 1 <i>Non Executive & Independent</i> : 8 TOTAL : 12	49-I-A(ii)	YES	Chairman of the Board is a non executive director and two thirds of the Board comprises non-executive and independent directors
B	Non-Executive Directors' Compensation & Disclosures	49-I-B	YES	Sitting Fee of non-executive independent directors is being paid as fixed by the Board with the approval of Members
C	Other provisions as to Board and Committees	49-I-C	YES	During the quarter under review, one Board Meeting was held on May 15, 2012. None of the Directors hold membership in more than 10 committees or act as the Chairman of more than five committees across all companies in which he/she is a Director
D	Code of Conduct	49-I-D	YES	Code of Conduct for all Board members and senior management personnel has been adopted and declaration of its compliance will be included in the 37 th Annual Report for the year 2011-12.
II	AUDIT COMMITTEE	49-II	YES	---
A	Qualified & Independent Audit Committee	49-II-A	YES	Audit Committee has been set up with five independent non executive directors giving the specified terms of reference.
B	Meeting of Audit Committee	49-II-B	YES	During the quarter under review, Audit Committee Meeting was held on May 15, 2012.
C	Powers of Audit Committee	49-II-C	YES	Audit Committee has powers as specified under the said Clause
D	Role of Audit Committee	49-II-D	YES	Role of Audit Committee includes the required provisions
E	Review of information by Audit Committee	49-II-E	YES	Audit Committee reviews the prescribed areas of operations



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III	SUBSIDIARY COMPANIES	49-III	YES	<p>The Company has the following subsidiaries:</p> <ul style="list-style-type: none"> • JKM Research Farm Limited, India • JKM Erla Automotive Limited, India <ul style="list-style-type: none"> ➤ JKM Ferrotech Limited, India ➤ Eisenwerk Erla GmbH, Germany ➤ JKM Erla Holdings GmbH, Germany • JKM Global Pte Limited, Singapore <ul style="list-style-type: none"> ➤ Dynamatic Limited, UK ➤ Yew Tree Investments Ltd, UK <p>The Company is complying with the requisite provisions of Clause 49(III) of the Listing Agreements.</p>
IV	DISCLOSURES	49-IV	---	---
	A Basis of Related Party Transactions	49-IV-A	YES	Statement of Related Party Transactions, if any, is being placed periodically before the Audit committee
	B Disclosure of Accounting Treatment	49-IV-B	---	Shall be complied in the Annual Report, if applicable
	C Board Disclosures	49-IV-C	YES	Risk assessment and minimization procedures have been framed for the approval of the Board.
	D Proceeds from public issues, right issues, preferential issues etc.	49-IV-D	NA	During the quarter under review the Company has not raised any money from the shareholders
	E Remuneration of Directors	49-IV-E	YES	Information as required under this provision will be included in the 37 th Annual Report of the Company for the year 2011-12.
	F Management	49-IV-F	YES	Management Discussion & Analysis Report shall be forming part of the Directors' Report in 37 th Annual Report for the year 2011-12.
	G Shareholders	49-IV-G	YES	<p>Information, as required under this provision shall be provided in the 37th Annual Report for the year 2011-12.</p> <p>Karvy Computershare Private Limited, one of the leading SEBI registered Category-I Registrar and Transfer Agents has been appointed to process share transfer requests. Shareholders Committee has three directors with a non-executive director as Chairman. Share Transfer Committee, a sub committee of Shareholders Committee comprising 2 directors and Company Secretary, approves transfers and transmission on a fortnightly basis.</p>



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V	CEO / CFO CERTIFICATION	49-V	YES	CEO and CFO certificate shall be submitted to the Board while considering the approval of Annual Financial Statements for the financial year 2011-12
VI	REPORT ON CORPORATE GOVERNANCE	49-VI	YES	A detailed compliance report on Corporate Governance shall be forming part of the 37 th Annual Report
VII	COMPLIANCE	49-VII	YES	Statutory Auditors' Certificate on compliance with Corporate Governance shall be annexed to the Directors' Report in 37 th Annual Report for the financial year 2011-12.

For DYNAMATIC TECHNOLOGIES LIMITED


SINDHU M

GM - Compliance, Legal & Company Secretary